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F960000063/2

ACCOUNT NO. : 072100000032

REFERENCE : 172008 4319445

AUTHORIZATION : Patricia Pizant

COST LIMIT : \$ 70.00

ORDER DATE : December 2, 1996

ORDER TIME : 10:24 AM

ORDER NO. : 172008-005

CUSTOMER NO: 4319445

800002019738--2...

CUSTOMER: Ms. Christine D. Greb
Arthur J. Gallagher & Co.
Two Pierce Place
The Gallagher Centre
Itasca, IL 60143

FOREIGN FILINGS

NAME: GALLAGHER BENEFIT
ADMINISTRATORS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

RECEIVED
96 DEC -4 PM 12:13
DIVISION OF CORPORATION

FILED
96 DEC -4 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. Callagher Benefit Administrators, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Illinois 3. 36-4099199
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 3/29/96 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. Two Pierce Place
Itasca, IL. 60143
(Current mailing address)
8. Third party claims administration
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida,

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: Susan M. Prevost
(Registered agent's signature)
Susan M. Prevost, Asst. Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: See Attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Carl E. Fasig
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Carl E. Fasig Secretary
(Typed or printed name and capacity of person signing application)

GALLAGHER BENEFIT ADMINISTRATORS, INC.

Incorporated : Illinois
Date : 03/29/96
% Ownership : Arthur J. Gallagher & Co.
Federal ID # : 36-4099199

CAPITAL STOCK:

Common

Price/Par Value: \$1.00

Authorized: 1,000
Outstanding: 1,000

DIRECTORS: Currently Authorized: 3

Michael J. Cloherty
James W. Durkin, Jr.
J. Patrick Gallagher, Jr.

Director
Director
Director

Address

OFFICERS:

J. Patrick Gallagher, Jr.
James W. Durkin, Jr.
Michael J. Cloherty
John C. Rosengren
John J. Caraher
Gary R. Fansler
David R. Long
Mark P. Strauch
David B. Hoch
Carl E. Fasig
Christine D. Greb

Chairman
President
Vice President - Finance
Vice President and General Counsel
Vice President
Vice President
Vice President
Treasurer
Controller
Secretary
Assistant Secretary

Purpose of business:

Third Party Administrator

Primary Address:

Two Pierce Place
Itasca, Illinois 60143-3141

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 DEC 24 PM 1:38

FILED

File Number 5879-112-1



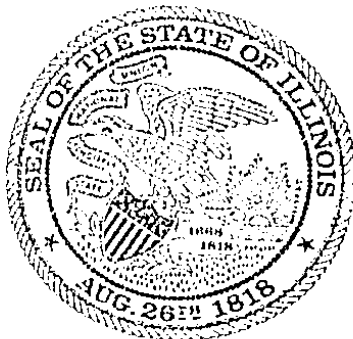
To all to whom these Presents Shall Come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois,

do hereby certify that

GALLAGHER BENEFIT ADMINISTRATORS, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE MARCH 29 1996, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****

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96 DEC 4 PM 1:38
SEC. OF STATE
TALLAHASSEE, FLORIDA



In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois this 2ND
day of DECEMBER A.D., 19 96

George H. Ryan

SECRETARY OF STATE